



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO.

6538-B
FILED 1425

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN 1801

FEDERAL EXPRESS

JUN 20 1989 -11 05 AM

June 19, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

9-171A035

Re: Document for Recordation: Bill of Sale and Release of
Security Interest to Burlington Northern Guaranteed C&S
Equipment Trust of 1972

Dear Ms. Lee:

I am enclosing six counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated June 12, 1989, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Guaranteed C&S (now Burlington Northern Railroad Company) Equipment Trust of 1972, dated as of April 1, 1972, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on April 3, 1972, and assigned Recordation No. 6538.

The names and addresses of the parties to the transaction are:

Trustee: Colorado National Bank of Denver
950 Seventeenth Street
Denver, Colorado 80202

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

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A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest,
dated June 12, 1989, to the Burlington Northern
Guaranteed C&S (now Burlington Northern Railroad
Company) Equipment Trust of 1972 (ICC Recordation
No. 6538, April 3, 1972), conveying the equipment
described on Exhibit A of said document.

Very truly yours,

A handwritten signature in cursive script that reads "Rebecca R. Martin".

Rebecca R. Martin
Legal Assistant

RRM/ac,1
Enclosures

JUN 20 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts
of which this is No. 7BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of April 1, 1972, executed by Colorado National Bank of Denver, as Trustee (the "Trustee"), and The Colorado and Southern Railway Company and Burlington Northern Inc. (predecessor companies to the now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Guaranteed C&S Equipment Trust of 1972" (the "Agreement"); and

WHEREAS, by the terms of Article Four of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the Agreement was filed on April 3, 1972, as Recordation No. 6538 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented one time, and the supplement was filed with the Interstate Commerce Commission on February 7, 1980, and assigned Recordation No. 6538-A; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey,

and transfer to the Railroad all its rights, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.


This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Colorado National Bank of Denver, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 12th day of June, 1989.

COLORADO NATIONAL BANK OF DENVER

By: 
ASSISTANT VICE PRESIDENT

ATTEST:



STATE OF COLORADO)
)
COUNTY OF DENVER) ss.

On this 19th day of June, 1989, before me personally appeared WILLIAM S. JOHNSON, to me personally known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT of the Colorado National Bank of Denver, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Colonia S. Strickler
Notary Public

My Commission Expires:

My Commission Expires 3/17/92

EXHIBIT AEQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>C&S No.</u>	<u>BN No.</u>
18	Locomotives	900-917	6348-6365
148	Gondola Cars	565450-565546, 565548-565558, 565560-565589, 565590, 565591-565599	565590
50	Gondola Cars	567850-567887, 567888, 567889-567899	567888
96	Flatcars	616375-616383, 616385-616393, 616394, 616395, 616396, 616398-616451, 616453-616468, 616470-616474	616394
94	Insulated Boxcars	2965-2990, 2991, 2992-2996, 2998, 2999, 3000-3003, 3005-3012, 3014, 3015, 3016-3025, 3027-3039, 3041-3046, 3048, 3049, 3050, 3051-3064	733991 733999 734015 734050
10	Cabooses	10637, 10639-10644, 10645, 10646, 10659	10645